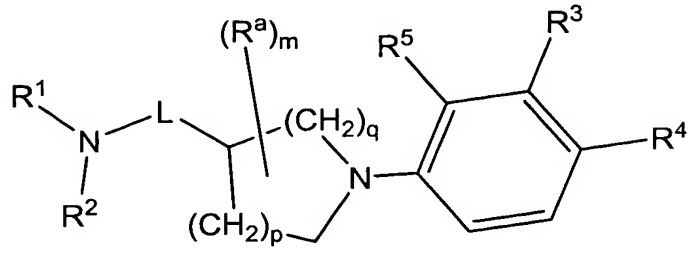
What is claimed is:

1. A composition comprising a compound of formula (I):



(I)

wherein

L is a direct bond, or an optionally $C_{1-4}$alkyl substituted radical selected from the group consisting of $C_{1-4}$alkylene or $C_{3-4}$alkenylene wherein $NR^1R^2$ is attached to an $sp^3$ hybridized carbon, $C_{3-4}$alkynylene wherein $NR^1R^2$ is attached to an $sp^3$ hybridized carbon, $C_{2-4}$alkylidene wherein $NR^1R^2$ is attached to an $sp^3$ hybridized carbon, aryloxy wherein $NR^1R^2$ is not attached to the oxygen, arylthio wherein $NR^1R^2$ is not attached to the sulfur, $C_{2-4}$alkoxy wherein $NR^1R^2$ is not attached to the oxygen or a carbon attached to the oxygen, $C_{2-4}$alkylthio wherein $NR^1R^2$ is not attached to the sulfur or a carbon attached to the sulfur, and -$C_{2-3}$alkyl-X-$C_{1-2}$alkyl- wherein X is O, S or NH and wherein $NR^1R^2$ is not attached to a carbon attached to X;

p is 0, 1 or 2;

q is 1 or 2; provided that $2 \leq p+q \leq 4$;

$R^1$ is a substituent independently selected from the group consisting of hydrogen, $C_{1-6}$ alkyl, $C_{3-6}$ alkenyl, $C_{3-9}$ carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9-membered heterocyclyl)$C_{1-6}$ alkylene, and (phenyl)$C_{1-6}$ alkylene;

$R^2$ is a substituent independently selected from the group consisting of $C_{1-6}$ alkyl, $C_{3-6}$ alkenyl, $C_{3-9}$ membered carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9-membered heterocyclyl)$C_{1-6}$ alkylene, and (phenyl)$C_{1-6}$ alkylene;

or $R^1$ and $R^2$ taken together with the nitrogen to which they are attached form a saturated 3-13 membered N-linked heterocyclyl, wherein, in addition to the N-linking nitrogen, the 3-13 membered heterocyclyl may optionally contain between 1 and 3 additional heteroatoms independently selected from O, S, and NH;

wherein $R^1$ and $R^2$ are optionally and independently substituted with 1-3 substituents selected from the group consisting of *tert*-butyloxycarbonyl, hydroxy, halo, nitro, amino, cyano, carboxamide, $C_{1-6}$ alkyl, $C_{1-6}$ acyl, 5-9-membered heterocyclyl, -N($C_{1-6}$ alkyl)(5-9 membered heterocyclyl), -NH(5-9 membered heterocyclyl), -O(5-9 membered heterocyclyl), (5-9 membered heterocyclyl)$C_{1-3}$ alkylene, $C_{1-2}$-hydroxyalkylene, $C_{1-6}$ alkoxy, ($C_{3-6}$ cycloalkyl)-O-, phenyl, (phenyl)$C_{1-3}$ alkylene, and (phenyl)$C_{1-3}$ alkylene-O-; and wherein each of the preceding substituents of $R^1$ and $R^2$ may optionally have between 1 and 3 substituents independently selected from the group consisting of trifluoromethyl, halo, nitro, cyano, hydroxy, and $C_{1-3}$ alkyl;

one of $R^3$, $R^4$ and $R^5$ is G and the other two independently are hydrogen, fluoro, chloro, bromo, nitro, trifluoromethyl, methyl, or $C_{1-3}$ alkoxy ;

G is $L^2Q$;

$L^2$ is unbranched -$(CH_2)_n$- wherein n is an integer from 1 to 7;

Q is $NR^8R^9$ wherein $R^8$ is independently selected from hydrogen, $C_{1-6}$ alkyl, $C_{3-6}$ alkenyl, $C_{3-9}$ carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9-membered heterocyclyl)$C_{1-6}$ alkylene, and (phenyl)$C_{1-6}$ alkylene; and $R^9$ is independently selected from $C_{1-6}$ alkyl, $C_{3-6}$ alkenyl, 3-9 membered carbocyclyl, 3-13 membered heterocyclyl, phenyl, (5-9-membered heterocyclyl)$C_{1-6}$ alkylene, and (phenyl)$C_{1-6}$ alkylene; or Q is a saturated 3-15 membered N-linked heterocyclyl, wherein, in addition to the N-linking nitrogen, the 3-15 membered heterocyclyl may optionally contain between 1 and 4 additional heteroatoms independently selected from O, S, and NH;

wherein Q is optionally substituted with 1-3 substituents selected (in addition to the preceding paragraph) from the group consisting of *tert*-butyloxycarbonyl, hydroxy, halo, nitro, amino, cyano, carboxamide, $C_{1-6}$ alkyl, $C_{1-6}$ acyl, 5-9-membered heterocyclyl, -N($C_{1-6}$ alkyl)(5-9 membered heterocyclyl), -NH(5-9 membered heterocyclyl), -O(5-9 membered heterocyclyl), (5-9 membered heterocyclyl)$C_{1-3}$ alkylene, $C_{1-2}$-hydroxyalkylene, $C_{1-6}$ alkoxy, ($C_{3-6}$ cycloalkyl)-O-, phenyl, (phenyl)$C_{1-3}$ alkylene, and (phenyl)$C_{1-3}$ alkylene-O-; and where said substituent groups of Q may optionally have between 1 and 3 substituents independently selected from trifluoromethyl, halo, nitro, cyano, hydroxy, and $C_{1-3}$ alkyl;

$R^a$ are independently $C_{1-3}$ alkyl, triflouromethyl;

m is 0, 1, 2 or 3; and

wherein each of the above alkyl, alkylene, alkenyl, heterocyclyl, cycloalkyl, carbocyclyl, and aryl groups may each be independently and optionally substituted with between 1 and 3 substituents independently selected from methoxy, halo, amino, nitro, hydroxy, and $C_{1-3}$ alkyl;

or a pharmaceutically acceptable salt, ester, tautomer, solvate or amide thereof.

2. A compound of claim 1, wherein $NR^1R^2$ taken together form substituted or unsubstituted morpholinyl, thiomorpholinyl, piperidinyl, methylpiperidinyl, piperazinyl, N-methylpiperazinyl, dimethylamino, pyrrolidinyl, azatricyclodecanyl, cyclohexylmethylamino, methylphenethylamino, pyridylamino, anilino, diethylamino, methylethylamino, ethylpropylamino, or dipropylamino;

3. A compound of claim 1, wherein $NR^1R^2$ taken together form a saturated N-linked nitrogen-containing heterocyclyl.

4. A compound of claim 1, wherein $NR^1R^2$ taken together form a substituent selected from substituted or unsubstituted piperidinyl, substituted or unsubstituted piperazinyl, pyrrolinyl, pyrrolidinyl, thiomorpholinyl, and morpholinyl.

5. A compound of claim 1, wherein wherein $NR^1R^2$ taken together form a substituent selected from N-($C_{1-6}$ alkyl)piperazinyl, N-phenyl-piperazinyl, 1,3,8-triaza-spiro{4.5}decyl, and 1,4-dioxa-8-aza-spiro{4.5}decyl.

6. A compound of claim 2, wherein $NR^1R^2$ taken together form a monovalent radical of an amine selected from the group consisting of aziridine, 1,4,7-trioxa-10-aza-cyclododecane, thiazolidine, 1-phenyl-1,3,8-triaza-spiro{4.5}decan-4-one, piperidine-3-carboxylic acid diethylamide, 1,2,3,4,5,6-hexahydro-{2,3'}bipyridinyl, 4-(3-trifluoromethyl-phenyl)-piperazine, 2-piperazin-1-yl-pyrimidine, piperidine-4-carboxylic acid amide, methyl-(2-pyridin-2-yl-ethyl)-amine, {2-(3,4-dimethoxy-phenyl)-ethyl}-methyl-amine, thiomorpholinyl, allyl-cyclopentyl-amine, {2-(1H-indol-3-yl)-ethyl}-methyl-amine, 1-piperidin-4-yl-1,3-dihydro-benzoimidazol-2-one, 2-(piperidin-4-yloxy)-pyrimidine, piperidin-4-yl-pyridin-2-yl-amine, phenylamine, pyridin-2-ylamine.

7. A compound of claim 4, wherein $NR^1R^2$ taken together form a substituent selected from the group consisting of morpholinyl and piperidinyl, wherein said substituent is optionally substituted with between 1 and 3 substituents selected from hydroxy, halo, carboxamide, $C_{1-6}$ alkyl, $C_{1-6}$ acyl, 5-9 membered heterocyclyl, -N($C_{1-6}$ alkyl)(5-9 membered heterocyclyl), -NH(5-9 membered heterocyclyl), -O(5-9 membered heterocyclyl), (5-9 membered heterocyclyl)$C_{1-3}$ alkylene, $C_{1-2}$-hydroxyalkylene, $C_{1-6}$ alkoxy, ($C_{3-6}$ cycloalkyl)-O-, phenyl, (phenyl)$C_{1-3}$ alkylene, and (phenyl)$C_{1-3}$ alkylene-O- where each of above heterocyclyl, phenyl, and alkyl groups may be optionally substituted with from 1 to 3 substituents independently selected from trifluoromethyl, halo, nitro, cyano, hydroxy, and $C_{1-3}$ alkyl.

8. A compound of claim 3, wherein the saturated N-linked nitrogen-containing heterocyclyl is substituted with a substituent selected from the group consisting of pyridyl, pyrimidyl, furyl, thiofuryl, imidazolyl, (imidazolyl)$C_{1-6}$ alkylene, oxazolyl, thiazolyl, 2,3-dihydro-indolyl, benzimidazolyl, 2-oxobenzimidazolyl, (tetrazolyl)$C_{1-6}$ alkylene, tetrazolyl, (triazolyl)$C_{1-6}$ alkylene, triazolyl, (pyrrolyl)$C_{1-6}$ alkylene, pyrrolidinyl, and pyrrolyl.

9. A compound of claim 1, wherein $NR^1R^2$ taken together form morpholinyl, piperidinyl, pyrrolidinyl, or diethylamino.

10. A compound of claim 1, wherein Q is morpholinyl, piperidinyl, pyrrolidinyl, or diethylamino.

11. A compound of claim 1, wherein $NR^1R^2$ taken together form morpholinyl, piperidinyl, or pyrrolidinyl.

12. A compound of claim 1, wherein Q is morpholinyl, piperidinyl, or pyrrolidinyl.

13. A compound of claim 12, wherein $NR^1R^2$ is a substituted or unsubstituted morpholino.

14. A compound of claim 1, wherein one of $R^3$ and $R^4$ is G.

15. A compound of claim 1, wherein $R^4$ is G.

16. A compound of claim 14, wherein $R^3$ is G.

17. A compound of claim 1, wherein q is 2 and p is 1.

18. A compound of claim 1, wherein q is 1 and p is 1.

19. A compound of claim 1, wherein q is 2 and p is 2.

20. A compound of claim 1, wherein L is $-CH_2-$.

21. A compound of claim 1, wherein L is a direct bond.

22. A compound of claim 1, wherein L is $-CH_2CH_2-$.

23. A compound of claim 1, wherein $L^2$ is $-CH_2-$

24. A compound of claim 1, wherein Q is selected from the group consisting of substituted or unsubstituted pyrrolidinyl, piperidinyl, methylpiperidinyl, morpholinyl, thiomorpholinyl, azatricyclodecanyl, cyclohexylamino, cyclohexylmethylamino, piperazinyl, N-methylpiperazinyl, dimethylamino, methylphenethylamino, pyridylamino, anilino, diethylamino, methylethylamino, ethylpropylamino, dipropylamino, or 1,4,7,10-tetraoxa-13-aza-cyclopentadecanyl.

25. A compound of claim 1, wherein Q is a saturated N-linked nitrogen-containing heterocyclyl.

26. A compound of claim 1, wherein Q is a substituent selected from the group consisting of substituted piperidinyl, unsubstituted piperidinyl, substituted piperazinyl, unsubstituted piperazinyl, pyrrolinyl, pyrrolidinyl, thiomorpholinyl, and morpholinyl.

27. A compound of claim 1, wherein substituted Q is N-($C_{1-6}$ alkyl)piperazinyl, N-phenyl-piperazinyl, 1,3,8-triaza-spiro{4.5}decyl, or 1,4-dioxa-8-aza-spiro{4.5}decyl.

28. A compound of claim 25, wherein Q is a monovalent radical of an amine selected from the group consisting of aziridine, 1,4,7-trioxa-10-aza-

cyclododecane, thiazolidine, 1-phenyl-1,3,8-triaza-spiro{4.5}decan-4-one, piperidine-3-carboxylic acid diethylamide, 1,2,3,4,5,6-hexahydro-{2,3'}bipyridinyl, 4-(3-trifluoromethyl-phenyl)-piperazine, 2-piperazin-1-yl-pyrimidine, piperidine-4-carboxylic acid amide, methyl-(2-pyridin-2-yl-ethyl)-amine, {2-(3,4-dimethoxy-phenyl)-ethyl}-methyl-amine, thiomorpholinyl, allyl-cyclopentyl-amine, {2-(1H-indol-3-yl)-ethyl}-methyl-amine, 1-piperidin-4-yl-1,3-dihydro-benzoimidazol-2-one, 2-(piperidin-4-yloxy)-pyrimidine, piperidin-4-yl-pyridin-2-yl-amine, phenylamine, and pyridin-2-ylamine.

29. A compound of claim 25, wherein Q is morpholinyl, pyridyl, or piperidinyl, and wherein Q is optionally substituted with between 1 and 3 substituents selected from hydroxy, halo, carboxamide, $C_{1-6}$ alkyl, $C_{1-6}$ acyl, 5-9 membered or 6-9 membered heterocyclyl, -N($C_{1-6}$ alkyl)(5-9 membered or 6-9 membered heterocyclyl), -NH(5-9 membered or 6-9 membered heterocyclyl), -O(5-9 or 6-9 membered heterocyclyl), (5-9 membered or 6-9 membered heterocyclyl)$C_{1-3}$ alkylene, $C_{1-2}$-hydroxyalkylene, $C_{1-6}$ alkoxy, ($C_{3-6}$ cycloalkyl)-O-, phenyl, (phenyl)$C_{1-3}$ alkylene, and (phenyl)$C_{1-3}$ alkylene-O- where each of above heterocyclyl, phenyl, and alkyl groups may be optionally substituted with from 1 to 3 substituents independently selected from trifluoromethyl, halo, nitro, cyano, hydroxy, and $C_{1-3}$ alkyl.

30. A compound of claim 29, wherein Q is substituted with a substituent comprising a 5-9 membered heterocyclyl group selected from: pyridyl, pyrimidyl, furyl, thiofuryl, imidazolyl, (imidazolyl)$C_{1-6}$ alkylene, oxazolyl, thiazolyl, 2,3-dihydro-indolyl, benzimidazolyl, 2-oxobenzimidazolyl, (tetrazolyl)$C_{1-6}$ alkylene, tetrazolyl, (triazolyl)$C_{1-6}$ alkylene, triazolyl, (pyrrolyl)$C_{1-6}$ alkylene, pyrrolidinyl, and pyrrolyl.

31. A compound of claim 30, wherein Q is a substituted or unsubstituted morpholinyl.

32 A compound of claim 1, wherein $R^8$ is hydrogen.

33. A compound of claim 1, wherein $R^8$ is $C_{1-6}$ alkyl.

34. A compound of claim 1, wherein $R^8$ is cyclohexyl.

35. A compound of claim 1, wherein $R^8$ and $R^9$ independently are $C_{1-6}$ alkyl.

36. A compound of claim 1, wherein $R^8$ and $R^9$ are methyl.

37. A compound of claim 1, wherein $R^8$ and $R^9$ are ethyl.

38. A compound of claim 32, wherein $R^9$ is selected from phenyl or 5-9 membered aromatic heterocyclyl, wherein said phenyl or aromatic heterocyclyl is optionally substituted with 1-3 substituents selected from hydroxy, halo, nitro, cyano, trifluoromethyl, and $C_{1-3}$ alkyl.

39. A compound of claim 38, wherein $R^9$ is selected from substituted or unsubstituted phenyl, pyridyl, pyrimidyl, furyl, thiofuryl, imidazolyl, (imidazolyl)$C_{1-6}$ alkylene, oxazolyl, thiazolyl, 2,3-dihydro-indolyl, benzimidazolyl, 2-oxobenzimidazolyl, (tetrazolyl)$C_{1-6}$ alkylene, tetrazolyl, (triazolyl)$C_{1-6}$ alkylene, triazolyl, (pyrrolyl)$C_{1-6}$ alkylene, and pyrrolyl.

40. A compound of claim 39, wherein $R^9$ is substituted or unsubstituted phenyl.

41. A compound of claim 39, wherein $R^9$ is substituted or unsubstituted pyridyl.

42. A compound of claim 1, wherein:
$R^1$ and $R^2$ are independently selected from $C_2$ alkyl, or taken together with the nitrogen to which they are attached, they form a non-

aromatic 5-6 membered heterocyclyl optionally including an additional heteroatom independently selected from O, S, and NH;

one of $R^3$, $R^4$, and $R^5$ is G and the two remaining are H;

G is $L^2Q$;

$L^2$ is methylene;

Q is $NR^8R^9$ wherein $R^8$ is independently selected from hydrogen, $C_{1-2}$ alkyl, $C_3$ alkenyl, $C_{5-9}$ carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9-membered heterocyclyl)$C_{1-6}$ alkylene, and (phenyl)$C_{1-6}$ alkylene; and $R^9$ is independently selected from $C_{1-2}$ alkyl, $C_3$ alkenyl, $C_{5-9}$ carbocyclyl, 3-12 membered heterocyclyl, phenyl, (6-9-membered heterocyclyl)$C_{1-6}$ alkylene, and (phenyl)$C_{1-6}$ alkylene; or Q is a saturated 3-15 membered N-linked heterocyclyl, wherein, in addition to the N-linking nitrogen, the 3-15 membered heterocyclyl may optionally contain between 1 and 4 additional heteroatoms selected from O, S, and NH;

wherein each of the above alkyl, alkylene, alkenyl, alkenylene, heterocyclyl, and carbocyclyl groups may each be independently and optionally substituted with between 1 and 3 substituents selected from methoxy, halo, amino, nitro, hydroxyl, and $C_{1-3}$ alkyl;

wherein substituents of Q can be further selected from *tert*-butyloxycarbonyl, hydroxy, halo, nitro, amino, cyano, carboxamide, 5-9-membered heterocyclyl, -NH(6-membered heterocyclyl), -O(6-membered heterocyclyl), $C_2$-hydroxyalkylene, phenyl, benzyl and, where each of above heterocyclyl, phenyl, and alkyl substituent groups of Q may be optionally substituted with trifluoromethyl;

or a pharmaceutically acceptable salt, ester, tautomer, solvate or amide thereof.

43. A compound of claim 1, wherein

$NR^1R^2$ taken together form morpholinyl, piperidinyl, pyrrolidinyl, or diethylamino,

p is 1 and q is 2, and

Q is selected from substituted or unsubstituted piperidinyl, piperazinyl, pyrrolinyl, pyrrolidinyl, thiomorpholinyl, and morpholinyl.

44. A compound of claim 1, wherein (a) $NR^1R^2$ taken together form piperidinyl or pyrrolidinyl, (b) n is 1, (c) p is 1 and q is 2, and (d) Q is selected from morpholinyl and piperidinyl.

45. A compound of claim 1, wherein (a) $NR^1R^2$ taken together form piperidinyl or pyrrolidinyl, (b) n is 1, (c) p is 1 and q is 2, and (d) Q is selected from morpholinyl and piperidinyl.

46. A compound of claim 44, wherein Q is piperidinyl or substituted piperidinyl.

47. A compound of claim 1, wherein

$NR^1R^2$ taken together form piperidinyl, pyrrolidinyl, or diethylamino,

n is 1,

p is 1 and q is 2, and

Q is $NR^8R^9$ and $R^8$ is H and $R^9$ is selected from phenyl or aromatic 5-9 membered heterocyclyl, wherein said phenyl or heterocyclyl is optionally substituted with 1-3 substituents selected from trifluoromethyl, halo, nitro, cyano, hydroxy, and $C_{1-3}$ alkyl.

48. A compound of claim 1 wherein $R^a$ is hydrogen.

49. A compound of claim 1 selected from the group consisting of

4-{2-(4-Piperidin-1-ylmethyl-piperidin-1-yl)-benzyl}-morpholine;

Cyclohexyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-azacyclotridecane;

Diethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Dimethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;
1-Methyl-4-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperazine;
1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidin-4-ol;
4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-thiomorpholine;
1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;
4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;
4-{3-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-thiomorpholine;
4-{3-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-morpholine;
4-Pyrrolidin-1-ylmethyl-1-(3-pyrrolidin-1-ylmethyl-phenyl)-piperidine;
1-{3-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidine;
1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-azacyclotridecane;
Cyclohexyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;
1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidin-4-ol;
1-Methyl-4-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperazine;
4-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-thiomorpholine;
4-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-morpholine;
Dimethyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;
4-{2-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-morpholine;
4-{1-(4-Piperidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;
1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidine;
Cyclohexyl-{1-(4-morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-amine;
Cyclohexyl-methyl-{1-(4-morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-amine;
4-{4-{4-(4-Methyl-piperazin-1-yl)-piperidin-1-yl}-benzyl}-morpholine;
Ethyl-methyl-{1-(4-morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-amine;
4-{1-(4-Morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-morpholine;
4-{4-(4-Pyrrolidin-1-yl-piperidin-1-yl)-benzyl}-morpholine;
1'-(4-Morpholin-4-ylmethyl-phenyl)-{1,4'}bipiperidinyl;
1'-(4-Piperidin-1-ylmethyl-phenyl)-{1,4'}bipiperidinyl;
(4-{1,4'}Bipiperidinyl-1'-yl-benzyl)-pyridin-2-yl-amine;
Phenyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Pyridin-2-yl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

1-{1-(4-Piperidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;

4-Pyrrolidin-1-ylmethyl-1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidine;

(4-Fluoro-phenyl)-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;

4-{2-{1-(4-Piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-morpholine;

Diethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;

Methyl-phenethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;

1-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-3-trifluoromethyl-benzyl]-piperidine;

1-(2-Nitro-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-piperidine;

4-[3-Nitro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-morpholine;

1-[3-Nitro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperidin-4-ol;

1-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-2-trifluoromethyl-benzyl]-piperidine;

1-Isopropyl-4-[3-methyl-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperazine;

1-(2-Methyl-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-pyrrolidine;

1-[3-Methyl-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-pyrrolidine;

1-{1-[4-(4-Pyrrolidin-1-yl-piperidin-1-ylmethyl)-2-trifluoromethyl-phenyl]-piperidin-4-ylmethyl}-pyrrolidine;

1-(1-{3-Trifluoromethyl-4-[4-(4-trifluoromethyl-phenyl)-piperidin-1-ylmethyl]-phenyl}-piperidin-4-ylmethyl)-pyrrolidine;

1-{1-[2-Fluoro-4-(4-phenyl-piperidin-1-ylmethyl)-phenyl]-piperidin-4-ylmethyl}-pyrrolidine;

[3-Fluoro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-dimethyl-amine;

1-[3-Fluoro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperidine;

13-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-2-trifluoromethyl-benzyl]-1,4,7,10-tetraoxa-13-aza-cyclopentadecane ditrifluoromethanesulfonate; and

{1-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-3-trifluoromethyl-benzyl]-piperidin-4-yl}-methanol.

50. A compound of claim 1 selected from the group consisting of

(4-{1,4'}Bipiperidinyl-1'-yl-benzyl)-pyridin-2-yl-amine;

1'-(4-Morpholin-4-ylmethyl-phenyl)-{1,4'}bipiperidinyl;

1'-(4-Piperidin-1-ylmethyl-phenyl)-{1,4'}bipiperidinyl;

1-{1-(4-Piperidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;

4-{1-(4-Piperidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;

1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidin-4-ol;

1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;

1-{3-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidine;

1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-azacyclotridecane;

1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidin-4-ol;

1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidine;

1-Methyl-4-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperazine;

1-Methyl-4-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperazine;

4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;

4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-thiomorpholine;

4-{3-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-thiomorpholine;

4-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-thiomorpholine;

4-{2-{1-(4-Piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-morpholine;

4-Pyrrolidin-1-ylmethyl-1-(3-pyrrolidin-1-ylmethyl-phenyl)-piperidine;

4-Pyrrolidin-1-ylmethyl-1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidine;

Cyclohexyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Cyclohexyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;

Cyclohexyl-methyl-{1-(4-morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-amine;

Diethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Diethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;

Dimethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Dimethyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;

Methyl-phenethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;

Phenyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Pyridin-2-yl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

1-(2-Nitro-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-piperidine;

1-[3-Nitro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperidin-4-ol;

1-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-2-trifluoromethyl-benzyl]-piperidine;

1-(2-Methyl-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-pyrrolidine;

1-[3-Methyl-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-pyrrolidine;

1-{1-[4-(4-Pyrrolidin-1-yl-piperidin-1-ylmethyl)-2-trifluoromethyl-phenyl]-piperidin-4-ylmethyl}-pyrrolidine;

1-{1-[2-Fluoro-4-(4-phenyl-piperidin-1-ylmethyl)-phenyl]-piperidin-4-ylmethyl}-pyrrolidine;

[3-Fluoro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-dimethyl-amine; and

1-[3-Fluoro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperidine.

51. A compound of claim 1 selected from the group consisting of

1'-(4-Piperidin-1-ylmethyl-phenyl)-{1,4'}bipiperidinyl;

1-{1-(4-Piperidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;

4-{1-(4-Piperidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;

1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidin-4-ol;

1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;

1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidin-4-ol;
1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidine;
1-Methyl-4-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperazine;
4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;
4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-thiomorpholine;
4-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-thiomorpholine;
4-{2-{1-(4-Piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-morpholine;
4-Pyrrolidin-1-ylmethyl-1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidine;
Cyclohexyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;
Cyclohexyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;
Diethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;
Diethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;
Dimethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;
Dimethyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;
Methyl-phenethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;
Pyridin-2-yl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;
1-(2-Nitro-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-piperidine;
1-[3-Nitro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperidin-4-ol;
1-(2-Methyl-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-pyrrolidine;
[3-Fluoro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-dimethyl-amine; and
1-[3-Fluoro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperidine.

52. A compound of claim 1 selected from the group consisting of
1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidin-4-ol;
1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;

1-Methyl-4-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperazine;

1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidine;

4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;

4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-thiomorpholine;

4-{2-{1-(4-Piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-morpholine;

4-Pyrrolidin-1-ylmethyl-1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidine;

Cyclohexyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Cyclohexyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;

Diethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Diethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;

Dimethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Methyl-phenethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;

1-(2-Nitro-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-piperidine; and

1-(2-Methyl-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-pyrrolidine.

53. A compound of claim 1 selected from the group consisting of

1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidin-4-ol;

1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;

4-Pyrrolidin-1-ylmethyl-1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidine;

4-{2-{1-(4-Piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-morpholine;

Cyclohexyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Diethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;

Diethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine; and

1-(2-Methyl-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-pyrrolidine.

54. A pharmaceutical composition, comprising a compound of claim 1 and a pharmaceutically-acceptable excipient.

55. A compound of claim 1 isotopically-labelled to be detectable by PET or SPECT.

56. A method of inhibiting histamine $H_3$ receptor activity in a subject, comprising administering an effective amount of a compound of claim 1 to a subject in need of such inhibition of histamine $H_3$ receptor activity.

57. A method of treating a subject having a disease or condition modulated by histamine $H_3$ receptor activity, comprising administering to the subject a therapeutically effective amount of a compound of claim 1.

58. A method of claim 57, wherein said disease or condition is selected from the group consisting of sleep/wake disorders, arousal/vigilance disorders, migraine, asthma, dementia, mild cognitive impairment (pre-dementia), Alzheimer's disease, epilepsy, narcolepsy, eating disorders, motion sickness, vertigo, attention deficit hyperactivity disorders, learning disorders, memory retention disorders, schizophrenia, nasal congestion, allergic rhinitis, and upper airway allergic response.

59. A method for treating a disease or condition modulated by at least one receptor selected from the histamine $H_1$ receptor and the histamine $H_3$ receptor, said method comprising (a) administering to a subject a jointly effective amount of a histamine $H_1$ receptor antagonist compound, and (b) administering to the subject a jointly effective amount of a compound of claim 1, said method providing a jointly therapeutically effective amount of said compounds.

60. The method of claim 59 wherein the histamine $H_1$ receptor antagonist and the compound of claim 1 are present in the same dosage form.

61. A method for treating diseases or conditions modulated by at least one receptor selected from the histamine $H_2$ receptor and the histamine $H_3$ receptor in a subject, comprising (a) administering to the subject a jointly effective amount of a histamine $H_2$ receptor antagonist compound, and (b) administering to the subject a jointly effective amount of a compound of claim 1, said method providing a jointly therapeutically effective amount of said compounds.

62. The method of claim 39 wherein the histamine $H_2$ receptor antagonist and the compound of claim 1 are present in the same dosage form.

63. A method for treating one or more disorders or conditions selected from the group consisting of sleep/wake disorders, narcolepsy, and arousal/vigilance disorders, comprising administering to a subject a therapeutically effective amount of a compound of claim 1.

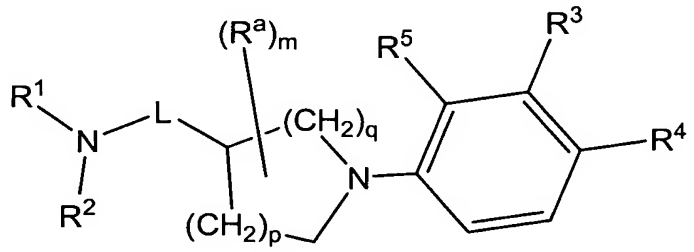
64. A method for treating attention deficit hyperactivity disorders (ADHD), comprising administering to a subject a therapeutically effective amount of a compound of claim 1.

65. A method for treating one or more disorders or conditions selected from the group consisting of dementia, mild cognitive impairment (pre-dementia), cognitive dysfunction, schizophrenia, depression, manic disorders, bipolar disorders, and learning and memory disorders, comprising administering to a subject a therapeutically effective amount of a compound of claim 1.

66. A method for treating or preventing upper airway allergic response, nasal congestion, or allergic rhinitis, comprising administering to a subject a therapeutically effective amount of a compound of claim 1.

67. A method for studying disorders mediated by the histamine $H_3$ receptor, comprising using an $^{18}F$-labeled or $^{11}C$-labeled compound of claim 1 as a positron emission tomography (PET) molecular probe.

68. A composition comprising a compound of formula (I):



(I)

wherein

L is a direct bond, or an optionally $C_{1-4}$alkyl substituted radical selected from the group consisting of $C_{1-4}$alkylene or $C_{3-4}$alkenylene wherein $NR^1R^2$ is attached to an $sp^3$ hybridized carbon, $C_{3-4}$alkynylene wherein $NR^1R^2$ is attached to an $sp^3$ hybridized carbon, $C_{2-4}$alkylidene wherein $NR^1R^2$ is attached to an $sp^3$ hybridized carbon, aryloxy wherein $NR^1R^2$ is not attached to the oxygen, arylthio wherein $NR^1R^2$ is not attached to the sulfur, $C_{2-4}$alkoxy wherein $NR^1R^2$ is not attached to the oxygen or a carbon attached to the oxygen, $C_{2-4}$alkylthio wherein $NR^1R^2$ is not attached to the sulfur or a carbon attached to the sulfur, and $-C_{2-3}$alkyl-X-$C_{1-2}$alkyl- wherein X is O, S or NH and wherein $NR^1R^2$ is not attached to a carbon attached to X;

p is 0, 1 or 2;

q is 1 or 2; provided that $2 \leq p+q \leq 4$;

$R^1$ and $R^2$ are independently selected from hydrogen, $C_{1-3}$ alkyl, allyl, $C_{3-8}$ cycloalkyl, 5-9 membered heterocyclyl, phenyl, and (phenyl)$C_{1-3}$ alkylene, or taken together with the nitrogen to which they are attached, they form a non-aromatic 4-13 membered heterocyclyl optionally including up to two additional heteroatoms independently selected from O, S, and NH; and wherein $R^1$ and $R^2$ are optionally and independently substituted with substitutents

selected from the group consisting of trifluoromethyl, halo, nitro, cyano, hydroxy, and $C_{1-3}$ alkyl;

one of $R^3$, $R^4$ and $R^5$ is G and the other two independently are hydrogen, fluoro, chloro, bromo, nitro, trifluoromethyl, methyl, or $C_{1-3}$ alkoxy ;

G is $L^2Q$;

$L^2$ is unbranched $-(CH_2)_n-$ wherein n is an integer from 1 to 7;

Q is $NR^8R^9$ wherein $R^8$ is independently selected from hydrogen, $C_{1-6}$ alkyl, $C_{3-6}$ alkenyl, $C_{4-9}$ carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9-membered heterocyclyl)$C_{1-6}$ alkylene, and (phenyl)$C_{1-6}$ alkylene; and $R^9$ is independently selected from $C_{1-6}$ alkyl, $C_{3-6}$ alkenyl, $C_{4-9}$ membered carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9-membered heterocyclyl)$C_{1-6}$ alkylene, and (phenyl)$C_{1-6}$ alkylene; or Q is a saturated 3-15 membered N-linked heterocyclyl, wherein, in addition to the N-linking nitrogen, the 3-15 membered heterocyclyl may optionally contain between 1 and 4 additional heteroatoms independently selected from O, S, and NH;

and wherein Q is optionally substituted with 1-3 substituents selected (in addition to the preceding paragraph) from the group consisting of *tert*-butyloxycarbonyl, hydroxy, halo, nitro, amino, cyano, carboxamide, $C_{1-6}$ alkyl, $C_{1-6}$ acyl, 5-9-membered heterocyclyl, -N($C_{1-6}$ alkyl)(5-9 membered heterocyclyl), -NH(5-9 membered heterocyclyl), -O(5-9 membered heterocyclyl), (5-9 membered heterocyclyl)$C_{1-3}$ alkylene, $C_{1-2}$-hydroxyalkylene, $C_{1-6}$ alkoxy, ($C_{3-6}$ cycloalkyl)-O-, phenyl, (phenyl)$C_{1-3}$ alkylene, and (phenyl)$C_{1-3}$ alkylene-O-; and where said substituent groups of Q may optionally have between 1 and 3 substituents independently selected from trifluoromethyl, halo, nitro, cyano, hydroxy, and $C_{1-3}$ alkyl;

$R^a$ are independently $C_{1-3}$ alkyl, triflouromethyl; and

m is 0, 1, 2 or 3;

or a pharmaceutically acceptable salt, ester, tautomer, solvate or amide thereof.